

TAB 63

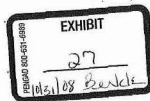
Dear Fellow Employees:

Concurrent with these changes, I am asking Gerry Perez to take on the additional role of Columbus Site Manager. As I need to divide my time among several sites, and cannot be present at RLI at all times, Gerry will be responsible for resolving site issues or problems which require senior management attention and representing Roxane Laboratories.

Sincerely,

Wurfte

Werner Gerstenberg
President
Boehringer Ingelheim Corporation



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Employee Bulletin

October 23, 1998

Dear Fellow Employees:

By the year 2004, our Ethical Pharmaceutical Business Unit is expected to generate, in the USA, more than 40 percent of Boehringer Ingelheim's world-wide Ethical Pharmaceutical business. We will accomplish this by:

- Bringing new drugs, devices, and services to the marketplace in the Respiratory area;
- Launching new products and services in Cardiovascular (CVS), Central Nervous System (CNS), and Urology markets;
- Expanding our business in the AIDS, Palliative Care, Addiction Control and Oncology markets; and
- Growing our solid/liquid dosage form and injectable multi-source businesses.

Achieving this goal will require a high degree of collaborative effort across our Business Unit. To grow our business, we must manage the Business Unit as a unified and focused organization. We need to mobilize a critical mass of effort to establish our market presence in targeted therapeutic areas, and we need to work as a single team to increase our profitability through product marketing, targeted selling, disease management, innovative contracting, and other actions required by tomorrow's health care marketplace.

As we are all aware, we have taken several steps in the past two years to increase the level of Business Unit collaboration and focus across organizations (e.g., Business Unit Operating Committee, Ethical Pharmaceutical Committee). The changes I will describe in this announcement build on this foundation. These changes also are designed to build on the strengths of Boehringer Ingelheim Pharmaceuticals, Inc. (BIPI), Roxane Laboratories, Inc. (RLI), and Ben Venue Laboratories, Inc. (BVL), while achieving much greater synergy across the entire Business Unit. We will continue to maintain separate legal entities for BIPI, RLI and BVL.

- We will develop integrated, cross-functional business strategies in a targeted set of therapeutic areas, which will drive all of our other business plans and actions. I have asked Kirk Shepard to lead this effort. Steve Marlin will lead Business Development, reporting to Kirk. Fred Dwy will report to Steve. In addition, Health Care Economics, Business Intelligence, Competitive Technology Assessment, and Market Research will report to Kirk in order to bring the knowledge and experience of these units to bear on our overall corporate strategy. We will also create a Government Policy unit that will report to Kirk.

- We want to expand our important multi-source business by capitalizing on and strengthening the synergy between our solid/liquid dosage and injectable multi-source businesses. I have asked Tom Russillo to take on this critical and complex challenge. Multi-source Marketing within RLI now will report to Tom. In addition, he will offer guidance to areas within Trade Relations and Contracting as they continue to support the multi-source business.
- RLI's Scientific Affairs Department, the two Drug Regulatory Affairs and Medical Departments are critical to the success of both our multi-source and branded/specialty product lines. Over the past year, under Ed Brewton's leadership, we have identified new specialty product opportunities. We need to build upon this work and expand our multi-source product development efforts. Accordingly, RLI's Scientific Affairs Department and Drug Regulatory Affairs – New Products will report to Tom.
- To ensure that we are bringing BIPI's Medical and Drug Regulatory Affairs knowledge to bear on both our multi-source and specialty products, RLI's Medical and Drug Regulatory Affairs – Current Products will report within Doug Wilson's BIPI Medical/DRA organization. RLI's Scientific Affairs, the two Drug Regulatory Affairs and Medical Departments will be expected to continue to support the needs of Columbus-based production.
- Our RLI branded and specialty products will become an important component of our national and international business strategy. We want to expand our support to these products by increasing the degree of collaboration between the marketing of RLI product lines and BIPI product lines. Greg Fulton (BU BIPI/RLI Branded Marketing) will lead this effort, with Gary Ellekson (RLI Branded and Specialty Marketing) reporting to him. To further strengthen our marketing efforts, Pharmacy Relations, Professional Relations and AV/Copy will also report to Greg.
- The RLI Field Force will continue to report to Jerry Hart (RLI Sales). However, to increase the level of Business Unit integration, I have asked Jim King (BU BIPI/RLI Branded Sales) to lead BIPI/RLI Branded Sales; therefore, Jerry will now report to Jim. To provide additional support to our Business Unit sales effort, Sales Training and Development, Sales Fleet and Business Technology also will report to Jim.

Our earlier work to increase the collaboration between Managed Care and Trade Relations has demonstrated that additional business opportunities can be created if these two areas worked more closely together. The Managed Care Marketing, Disease Management, Sales, Federal Marketing, and Reimbursement areas will

continue to report to Ken Gross, as will Chris Boneham (Key Accounts). RLI Trade Relations will continue to report to Rich Feldman.

I have asked Mike Leonetti to lead the Business Unit's Managed Care and Trade Relations organizations, reporting directly to me. Ken and Rich will report directly to Mike.

Many of you may know that Roxane Laboratories was a pioneer in the use of the telephone to sell pharmaceutical products — going back nearly thirty years. A significant trend in the industry has been the shift to centralized purchasing via negotiated contracts. This evolution has eroded our capability to generate new sales at the hospital and retail pharmacy level through this approach. Regrettably, effective today, we are discontinuing the telephone sales function.

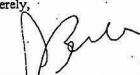
- BIPI and RLI Contracting will be combined into a single organization. John Powers will lead the day-to-day management of this operation. There are a number of important and complex changes that need to take place in the way contracts and prices are developed and implemented across the Business Unit. I have asked Dan Gerrity to lead the design and implementation of these strategic changes. Chris Ferrara will manage a unified pricing process for the Business Unit (BIPI/RLI Branded). John, Dan, and Chris will all report to Gregg Ciarelli, who will continue his responsibilities as Marketing Controller for the Business Unit.

Coinciding with these changes, and after a total of 16 years of dedicated service, Ed Tupa will be leaving the company. We thank Ed for his participation in the success of RLI.

These changes will be effective immediately. If you have any questions, please address them with your manager or supervisor.

I look forward to everyone's active participation in driving the Business Unit to new levels of growth and performance through the millennium. Also please join me in congratulating those who have taken on new assignments.

Sincerely,



Shelly Berkle
Executive Vice President
Head, Business Unit Ethical Pharmaceuticals, USA